Donald S. Zakarin dzakarin@pryorcashman.com Ilene S. Farkas ifarkas@pryorcashman.com Eric M. Fishman efishman@pryorcashman.com PRYOR CASHMAN LLP 7 Times Square New York, New York 10036 (212) 421-4100

Attorneys for Plaintiffs

UNITED STATES DISTRICT COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

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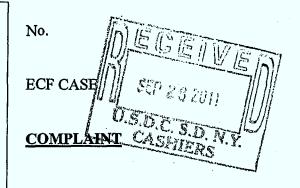
CAPITOL RECORDS, LLC, SCREEN GEMS-EMI MUSIC, INC., COLGEMS-EMI MUSIC, INC., EMI FULL KEEL MUSIC, INC., EMI UNART CATALOG INC. and JONES/TINTORETTO ENTERTAINMENT COMPANY, LLC,

Plaintiffs,

-against-

ANTHONY DEFRIES, MAINMAN LTD., MMRX and INDEPENDENT ONLINE DISTRIBUTORS ALLIANCE, INC.,

Defendants.



Plaintiffs Capitol Records, LLC ("Capitol Records"), Screen Gems-EMI Music, Inc. ("Screen Gems"), Colgems-EMI Music, Inc. ("Colgems"), EMI Full Keel Music Inc. ("Full Keel"), EMI Unart Catalog Inc. ("EMI Unart") (Screen Gems, Colgems, EMI Unart and Full Keel are sometimes collectively referred to herein as, "EMI Publishing") and Jones/Tintoretto Entertainment Company, LLC ("JTE") (collectively, "Plaintiffs"), by their attorneys Pryor Cashman LLP, as and for their Complaint against Anthony Defries ("Defries"), MMRX,

MainMan Ltd. ("MainMan") and Independent Online Distributors Alliance, Inc. ("IODA") (collectively, "Defendants"), allege as follows:

NATURE OF ACTION

- 1. This is an action for willful copyright infringement, trademark infringement, false advertising, breach of contract and unfair competition. Defendants have brazenly and unlawfully distributed and otherwise exploited dozens of sound recordings (the "Recordings") embodying the performances of the famous recording artists David Bowie and Iggy Pop, the copyrights in which Recordings are owned and/or controlled by Capitol Records and/or JTE. In addition to infringing the sound recordings of these artists, Defendants have also knowingly, intentionally and unlawfully infringed the copyrights in the underlying musical compositions embodied on the Recordings, the copyrights in which are owned and/or administered by EMI Publishing and JTE, as well as musical compositions written and recorded by John Mellencamp, the copyrights in which are owned by EMI Publishing (hereinafter, all of the said musical compositions shall be collectively referred to as the "Compositions").
- 2. Defendants have no ownership interest in the Recordings or the Compositions. While certain MainMan entities had limited rights in certain Bowie Recordings and Compositions decades ago (but never had the rights they currently claim), MainMan and Defries sold, to Bowie and an affiliate of EMI Publishing, respectively, any and all rights they had or could have had in the Bowie Recordings and the Compositions pursuant to agreements entered into by MainMan and Defries in 1996 (with Bowie) and 1992 (with EMI Publishing). Defendants' actions are therefore in material breach of such agreements. Defendants marketed, distributed and sold the Recordings and exploited the underlying Compositions via such popular online sites as iTunes, Amazon.com, Spotify and Napster, among others, through defendant

MMRX and/or IODA, often altering the titles of the well-known albums in which the Recordings originally appeared (the "Infringing Recordings") and, upon information and belief, representing to these online distributors and the public that MMRX had the lawful right to license and otherwise exploit the Recordings and the Compositions.

- 3. The Recordings that have been bootlegged by Defendants include well-known and valuable albums by David Bowie, including: Pin Ups, Aladdin Sane, Ziggy Stardust The Motion Picture, Hunky Dory, Bowie at the Beeb and The Man Who Sold the World, as well as albums recorded by Iggy Pop such as TV Eye, Lust for Life and The Idiot and dozens of underlying copyrighted Compositions. Defendants are also unlawfully exploiting recordings embodying such iconic copyrighted musical compositions as Jack and Diane, written by John Mellencamp and owned by EMI Publishing. Defendants have not obtained a valid license to exploit any of the underlying compositions. A list of the Infringing Recordings and Compositions that are being unlawfully exploited by the Defendants in violation of Plaintiffs' copyrights and other rights, to the extent that Plaintiffs have discovered such unlawful exploitation to date, is attached hereto as Exhibit A.
- 4. Defendants have no rights in or to the Recordings or the Compositions and no right to exploit the Recordings or Compositions in any manner whatsoever. To the extent that any of the Defendants ever had any rights in and to any of the Recordings or Compositions, they relinquished those rights by no later than 1992 and 1996 pursuant to written agreements, in exchange for substantial consideration.
- 5. Defendants know that they have no rights to exploit the Infringing Recordings and Compositions. They have not registered any copyright ownership in any of the Recordings or

Compositions, nor are they entitled to register any such ownership interest which they do not possess.

- 6. In unlawfully exploiting and advertising the exploitation of the Recordings and Compositions, Defendants have used the DAVID BOWIE trademark to market and sell the Infringing Recordings, without authorization. Plaintiffs have demanded that MMRX, Defries and IODA cease their infringing and unlawful activities and their unauthorized sale, distribution and exploitation of the Infringing Recordings and Compositions. MMRX, Defries have ignored Plaintiffs' requests. After ignoring Plaintiffs' requests for approximately six months, IODA finally issued "take down" notices for the Infringing Recordings sometime after September 14, 2011 and provided Defendants with only some of the information demanded.
- 7. The Defendants' infringing and unlawful activities have caused substantial and irreparable harm to Plaintiffs, are diverting sales of Plaintiffs' intellectual property and have damaged the value and reputation of Bowie and the Recordings. Defendants' infringing activities, in material breach of the terms and conditions of the 1992 and 1996 Agreements entered into by MainMan and Defries pursuant to which they sold whatever rights they had in the Bowie Recordings and Compositions, have placed Defendants in the entirely unlawful position of having pocketed the millions of dollars that were paid for such rights and now unilaterally exploiting the very rights that they sold.
- 8. Defendants' refusal to cease their willful infringement and other actions in violation of Plaintiffs' rights has necessitated this action. It is clear that unless restrained by this Court, the MainMan Defendants will continue to exercise rights that they do not possess to the continuing detriment of Plaintiffs. Accordingly, Plaintiffs are seeking permanent injunctive relief to restrain and enjoin Defendants from continuing to infringe Plaintiffs' rights and for compensatory

damages for Defendants' breach of contract as well as actual profits and damages or, alternatively, statutory damages under the Copyright Act.

THE PARTIES

- 9. Plaintiff JTE is a Delaware limited liability company with its principal place of business in New York, New York. JTE is the copyright owner of the Recordings or licensee of the Recordings, as noted on Exhibit A. JTE is also the owner or co-owner of many of the Compositions, as identified on Exhibit A. JTE has granted an exclusive worldwide license to EMI Records Ltd. to exploit the Recordings.
- 10. Plaintiff Capitol Records is a limited liability company duly organized and existing under the laws of the State of Delaware with its principal place of business in New York, New York.
- 11. Capitol Records is engaged in the business of, *inter alia*, producing, manufacturing, distributing, selling, licensing and otherwise exploiting sound recordings in the United States. Capitol Records is the exclusive licensee of EMI Records Ltd. in the United States for both the Bowie Recordings which have been registered for U.S. copyrights, as well as those sound recordings that were initially "fixed" prior to February 15, 1972 (the "Pre-1972 Sound Recordings") and that are therefore subject to protection under state law, including those listed on Exhibit A. Capitol Records' predecessor (and thus now Capitol Records) is the exclusive licensee of the rights in and to the Iggy Pop Recordings listed on Exhibit A.
- 12. Plaintiff Screen Gems is a Delaware corporation with a principal place of business in New York, New York.
- 13. Plaintiff Colgems is a Delaware corporation with a principal place of business in New York, New York.

- 14. Plaintiff Full Keel is a New York corporation with a principal place of business in New York, New York. Full Keel is the owner of the musical compositions written and recorded by John Mellencamp which are included on Exhibit A.
- 15. Plaintiff EMI Unart is a New York corporation with a principal place of business in New York, New York.
- 16. The EMI Publishing companies are, directly or through their subsidiaries and affiliates, engaged in the music publishing business, including owning and administering musical copyrights and otherwise commercially exploiting, in the United States and throughout the world, original copyrighted musical compositions.
- 17. For those Compositions listed on Exhibit A of which EMI Music Publishing Ltd. is a co-owner, Screen Gems, Colgems and EMI Unart are the exclusive licensees of EMI Music Publishing Ltd. in the United States and as such, Screen Gems, Colgems and Unart have the exclusive right under the United States Copyright Act to exploit all rights under copyright and to pursue any and all claims for violation or infringement of such rights.
- 18. Defendant Defries is an individual who, upon information and belief, resides in Los Angeles, California.
- 19. Upon information and belief, defendant MainMan is a corporation duly organized and existing under the laws of the State of New York with its principal place of business in New York, New York.
- 20. Upon information and belief, MMRX is either a d/b/a for Defries or it is a legal entity through which Defries does business. Upon information and belief, defendant Defries is MMRX's founder, chief executive officer and/or principal operator, and personally makes all decisions regarding, participates in, directs, exercises control over, and benefits from MMRX's

infringing activities. Upon information and belief, Defries has actively directed, and continues to actively direct, MMRX's illegal conduct.

21. Upon information and belief, IODA is a corporation formed under the laws of the State of California, with offices at 242 West 30th Street, New York, NY 10001. Upon information and belief, IODA is an independent online recorded music distributor, through which MMRX and Defries have distributed the Infringing Recordings. Upon information and belief, one of IODA's senior executives is a partner with Defries in his efforts to unlawfully exploit the Recordings and other recordings.

JURISDICTION AND VENUE

- 22. This is a civil action seeking, *inter alia*, damages and injunctive relief for copyright infringement under the Copyright Act, 17 U.S.C. §101 *et. seq*; for violations of the Lanham Act, 15 U.S.C. §§1114 and 1125(a) and for unfair competition, as well as compensatory damages and attorneys' fees for breach of contract.
- 23. This Court has original subject matter jurisdiction of this action under 28 U.S.C. §§ 1331 and 1338(a) and over the state law claims based upon pendant jurisdiction.
- 24. This Court has personal jurisdiction over the Defendants pursuant to CPLR §302(a)(1), (2) and/or (3) in that one of the Defendants (IODA) maintains an office in New York and all of the Defendants are committing acts of copyright infringement and violations of trademark in New York by, *inter alia*, offering for sale, advertising and selling the Infringing Recordings to New York residents. In addition, the jurisdiction of this Court is specifically designated in the December 20, 1996 Agreement at issue herein.
- 25. Venue is proper in this District pursuant to 28 U.S.C. §§ 1391(b) and (c) and/or 1400(a).

FACTUAL ALLEGATIONS

- 26. For more than four (4) decades, David Bowie has been an internationally-renowned and groundbreaking recording artist, songwriter and producer. Throughout his career, Bowie has achieved great success. Over 140 million Bowie albums have been sold, and *Rolling Stone* magazine has ranked him among the best singers of all time. He has been nominated for at least 44 different music industry awards, including ten Grammy Awards (winning twice), nine MTV Video Music Awards (winning three times) and 7 BRIT awards (winning twice).
- 27. In 2001, Bowie registered the trademark DAVID BOWIE with the Patent and Trademark Office in Class 9, with a first use in commerce date of 1972, Serial number 75916073 (the "Mark"). JTE is the exclusive licensee of Bowie in connection with the use of the Mark on the Recordings.
- 28. Iggy Pop, whose given name is James Newell Osterberg, has been considered an influential innovator of punk rock, hard rock, and other styles of rock music. Iggy Pop was lead singer/songwriter of influential protopunk band The Stooges and has recorded an extensive body of Recordings and has written numerous Compositions.

A. Defendants Sold Whatever Rights They Had In and To The Recordings and Compositions To Plaintiffs or Their Licensors

- 29. Through a series of agreements that were executed in the 1970's, MainMan and its affiliated entities obtained certain limited rights in and to musical compositions written by Bowie and certain master recordings embodying Bowie's performances.
- 30. For example, pursuant to an agreement dated March 1, 1975 between David Bowie and MainMan-affiliated entities (the "March 1975 Agreement"), certain pre-March 1975 master recordings ("Old Masters") and compositions ("Old Compositions") became jointly

owned and controlled by Bowie and MainMan. The parties to the March 1975 Agreement further agreed to the terms of the administration of these Old Masters and Old Compositions, and the equal division of income derived from their exploitation. The March 1975 Agreement further provided that Bowie shall have sole ownership and control of all masters recorded and all compositions written after March 1, 1975, subject only to the limited copyright interest of MainMan as provided in the agreement and the payment of certain limited royalties to MainMan in connection therewith.

31. In two agreements executed in 1992 with EMI Music Publishing, Ltd. and in 1996 with Bowie, Defries and the various MainMan entities sold all of their remaining rights in the Bowie Recordings and Compositions and in certain compositions written by other artists, including Iggy Pop, Mick Ronson, Mott the Hoople and John Mellencamp.

1. MainMan Sold Whatever Rights It May Have Had in the Compositions To EMI Publishing Ltd.

- 32. In 1992, Defries and the MainMan entities sold all of their remaining rights in musical compositions written by David Bowie, Iggy Pop and other writers in exchange for the payment of millions of dollars. First, in an agreement dated September 3, 1992 (effective July 1, 1992) between EMI Music Publishing Ltd. and MainMan SA, MainMan SA sold its entire publishing business to EMI Music Publishing Ltd. (the "1992 Agreement").
- 33. Pursuant to the 1992 Agreement, MainMan irrevocably sold "one hundred per cent (100%) of its business as a music publishing company including all its right, title and interest in and to (or arising from)" the compositions sold and the underlying contracts relating thereto (including the March 1975 Agreement and others) to EMI Music Publishing Ltd., as well as all income or other payments relating thereto.

- 34. The specific compositions that MainMan agreed to sell to EMI Publishing were set forth on Schedule A to the 1992 EMI/MainMan Agreement. As set forth in the Schedule A attached to the agreement, the Compositions sold to EMI Music Publishing, Ltd. included MainMan's remaining interest in compositions written by David Bowie, Iggy Pop, Mick Ronson and John Mellencamp, among others. In addition, the EMI Publishing entities have acquired other musical compositions which are listed on Exhibit A hereto that were written by John Mellencamp which were not acquired pursuant to the 1992 Agreement and in which Defendants never had any interest.
- 35. As a result of the foregoing 1992 Agreement, to the extent that MainMan or its affiliated entities ever owned any interest in any of the Compositions listed in Schedule A to the 1992 Agreement, those rights were sold to EMI Music Publishing Ltd. in 1992. Subsequent to the 1992 Agreement, neither MainMan nor Defries nor any of their affiliated entities had any interest in any of the Compositions or the copyrights therein.

2. MainMan Relinquishes All Rights To Bowie's Master Recordings and Other Bowie Material

- 36. In 1996, Bowie and Defries and the MainMan entities entered into an agreement entitled, "Record Masters Rights Purchase and Sale Agreement", dated December 20, 1996 (the "1996 Agreement").
- 37. Under the 1996 Agreement, MainMan and its affiliated entities sold to Bowie every conceivable right, claim or interest they had in all of the Bowie Recordings at issue herein, including the copyrights in all such works.
- 38. Specifically, MainMan transferred to Bowie "[a]n undivided 100% ownership in and to all of [MainMan's] right title and interest in and to the "Assets."

- 39. The definition of "Assets" in the 1996 Agreement included every conceivable right, claim or interest that MainMan ever had in all of the Bowie Recordings at issue herein. Specifically, "Assets" includes the following, among other things:
 - a. the March 1975 Agreement, which included Bowie's phonographic record masters;
 - b. all employment agreements entered between Bowie and MainMan;
 - c. "Any and all license agreements entered between [MainMan] and any other party in any way or respect pertaining to Bowie or any music or other artistic material or property rights owned, directly or indirectly, by or on behalf of Bowie or [MainMan] . . . which is related to Bowie in any way";
 - d. "Any and all items that are or relate to Bowie or Bowie Material in any way are in located" in various vaults, including all vaults in MainMan's control or possession;
 - e. "Any and all ownership, control or rights, including rights to cash flow, receipts or revenue, of any kind relating to any and all tangibles and intangibles recorded, produced or created by [Bowie] or created on behalf of [Bowie] including, but not limited to, record masters, tapes, digital masters, record covers, artwork and photographs of any kind, video masters and derivations therefrom, any other form of artistic creation, so called 'grand rights' and 'small rights' in the characters or titles created by or for the benefit of [Bowie] . . . and any right to merchandise any name, trademark, character or image of, including or pertaining to Bowie or Bowie Material . . . "; and
 - f. "Any and all right, title and interest, including rights to cash flow, receipts or revenue of any kind from any other tangible or intangible now known or hereinafter discovered, which relate in any way to the Assets, Bowie or any Bowie Material.
- 40. Pursuant to the 1996 Agreement, the parties agreed that Bowie's purchase of the Assets gave Bowie, *inter alia*, the following rights and interests:
 - a. The right for Bowie to receive and collect all "Gross Receipts" on all exploitations of the Assets, which included "any and all forms of income or compensation... paid on account of or in respect of any of the Assets";

- b. "[T]he sole and exclusive right throughout the world and universe to... [s]ecure copyright registration and protection of any Assets in [Bowie's] name... [and to] possess, retain and exploit, in perpetuity, in any manner or media, any and all other rights now or hereafter existing in all Assets under any common law rights and all copyrights and all renewals, extensions and revisions thereof" (emphasis supplied);
- c. "The right to use and reproduce [Bowie's] Name/Mark and the names of all writers, publishers and co-publishers of the Assets..."; and
- d. "Any and all other rights of any nature relating to or pertaining to the Assets or the exploitation of the Assets."
- 41. Consistent with MainMan's sale to Bowie of every right it had or could have had with respect to the Assets, including all worldwide copyrights therein, MainMan gave Bowie various representations and warranties that Bowie would have "an undivided 100% ownership interest in and to all of Sellers right title and interest [sic] in and to the Assets. MainMan represented and warranted that, "[s]ubject to the rights of Third Parties constituting the Limitations on Rights, Seller is the sole and exclusive owner of the Assets, free and clear of any claims, demands, actions or other encumbrances by any person, firm or corporation, and Seller's transfer and sale of the Assets to Purchaser shall vest in Purchaser full marketable title in and to all Assets, free and clear of all claims, demands, actions or other encumbrances, except as aforesaid."
- 42. MainMan also represented and warranted that, "[e]xcept for the Limitations on Rights which were specifically identified in the 1996 Agreement no claims, demands, actions or other encumbrances exist or shall exist regarding any one (1) or more of the Assets by any person, firm or corporation other than Purchaser."

- 43. MainMan further represented and warranted that, "[n]o monies or other contingent compensation shall be payable to any person, firm or corporation on exploitations of the Assets other than the Third Parties identified in the Limitations on Rights."
- 44. The only limitations on the Assets sold by MainMan were expressly defined in Exhibit A to the 1996 Agreement. On Exhibit A, titled "Limitations on Rights," MainMan listed various parties who had rights to certain of Bowie's recordings. None of the enumerated "Limitations" on the rights sold to Bowie entitled MainMan to exploit the Recordings or Compositions, nor do nor can any of the Defendants claim such a right emanates from these "Limitations."
- 45. In exchange for the sale of the aforesaid rights, Defries/MainMan was paid a significant purchase price amounting to millions of dollars.
- 46. Paragraph 11(d) of the 1996 Agreement provides that, if any action, suit or proceeding arising from or based upon the agreement, is commenced by either party against the other, the prevailing party shall be entitled to recover its attorneys' fees and costs from the other party.
- 47. The 1996 Agreement further provides that all provisions of the agreement shall be binding and inure to the benefit of the respective successors and permitted assigns of the parties.
- 48. In connection with the 1996 Agreement, Defries signed a "Certification" in his individual capacity as well as in his capacity as a "duly authorized officer" of MainMan. Defries certified, *inter alia* that (a) "the representations and warranties of the Seller in the [1996] Agreement are true and correct on and as of the dates set forth in the Agreement"; (b) no other party has any interest in the Assets, other than Bowie and as set forth on the Limitations on Rights; and (c) "Following the consummation of the transaction described in the [1996]

Agreement, none of the undersigned, the Seller or any entity owned in whole or in part, directly or indirectly, by the undersigned or the Seller will retain any interest in any of the Assets or any property, tangible or intangible, recorded, produced, created or relating to Jones [Bowie]." Defries further certified that "[t]he certifications set forth herein are for the benefit of, any may be relied upon by, any and all owners and licensees of any of the Assets or any interest in any of the Assets."

49. As a result of the 1996 Agreement, MainMan no longer holds any rights with respect to Bowie, his name and likeness, the Bowie Recordings, the Compositions or any of the "Bowie Material" at issue herein.

B. Bowie Transfers All Of His Assets To JTE

- 50. In or about January 1997 Bowie transferred the Assets, as well as other assets that he held and subsequently acquired, to JTE-Trust A, a New York trust formed by Bowie (the "Trust Assets").
- 51. Shortly thereafter, on January 3, 1997, JTE-Trust A contributed all of the Trust Assets to JTE under a Contribution Agreement.
- 52. As a result of these agreements, JTE became the absolute owner of Bowie's master recordings and audio visual recordings, including the Recordings and the worldwide copyrights therein, in addition to other Assets. JTE also became an owner or co-owner of certain of the Compositions together with EMI Music Publishing, Ltd. and the EMI Publishing entities in the United States.
- 53. JTE filed the necessary assignments with the U.S. Copyright Office for each of the Bowie Recordings and Compositions the copyrights to which had been conveyed to it.

54. Each of the Recordings (with the exception of Pre-1972 Sound Recordings) and Compositions have been duly registered with the U.S. Copyright Office in accordance with the necessary formalities, and Certificates of Registration have been obtained for each work. Included on Exhibit A hereto are the registration numbers (and, where applicable, the renewal registration numbers) for each work.

C. Defendants Are Unlawfully Exploiting The Infringing Recordings and Compositions

- 55. Some fifteen (15) years after Defries and the MainMan entities sold whatever rights they had in and to the Bowie Recordings to Bowie, and almost two decades after MainMan sold its entire music publishing business and all copyrights in musical compositions to EMI Music Publishing Ltd., Defries apparently decided that he could simply pretend that the agreements he had entered into did not exist and that he could magically retrieve the copyrights in Recordings and Compositions he had sold years ago.
- 56. MMRX and Defries therefore decided to simply commence exploiting, through IODA, the very Compositions that they sold under the 1992 Publishing Agreement and the Bowie Recordings that they sold under the 1996 Agreement.
- 57. Upon information and belief, MMRX and Defries contend that they have the right to exploit the Recordings based on supposed copyright ownership rights obtained in the 1970s from the late musician Mick Ronson, who in the twenty years before he died in 1992 had never claimed to have, never did have and never registered any copyright ownership interest in any of the Recordings or Compositions. Ronson did perform on some, but not all, of the Recordings that are being unlawfully exploited by Defendants but in the nearly forty years since the

Recordings and Compositions were published and copyrighted, has never been and never claimed to be a copyright owner thereof.

- 58. In addition to the fact that Ronson and his heirs never claimed any copyright interest in any of the Recordings or Compositions and any such claim, even assuming it ever had any basis, which it does not, would therefore have been time barred more than 30 years ago Defendants sold whatever rights they had or could have had through the alleged rights derived through Mick Ronson pursuant to the terms of the 1992 and 1996 Agreements.
- 89. Whether based on the recently fabricated attribution of a copyright interest in Ronson or simply based on piracy born of pure greed, MMRX and Defries are exploiting each of the Infringing Recordings, many of which do not even include Mr. Ronson as an artist (and which therefore would not entitle Defendants to exploit the Infringing Recordings even under Defries' baseless claim of a copyright interest derived from Mick Ronson). Defendants have unlawfully authorized such popular online sites as iTunes, Amazon.com, Spotify and Napster, among others, to sell the Infringing Recordings and hence are equally infringing the Compositions embodied on such infringing Recordings.
- 60. In exploiting the Infringing Recordings, Defendants have altered the name of or credits for some of the well-known Recordings. For example, on the album *Pin Ups*, Defendants altered each of the song tracks to include the parenthetical "(featuring Mick Ronson)" as part of the song title. In connection with Defendants' unlawful exploitation of the albums, *Hunky Dory*, *The Rise and Fall of Ziggy Stardust and the Spiders from Mars, Bowie at the Beeb* and *The Man Who Sold the World*, Defendants have falsely identified the "artist" of such albums as "David Bowie and Mick Ronson" when in fact the albums were and always have been David Bowie albums (on which Mick Ronson performed on some tracks as a musician).

- 61. Defendants have also unlawfully used the DAVID BOWIE Mark in connection with their unauthorized activities.
- 62. Despite written demand that Defendants cease and desist their infringing and unlawful activity, Defendants failed to do so. Plaintiffs first sent written notice to IODA in March 2011 and demanded that they immediately cease and desist from exploiting the Infringing Recordings. IODA refused to do so for over six months. On August 26, 2011, Plaintiffs sent written notice to all Defendants and demanded that they immediately confirm that they have ceased their infringing conduct, send to Plaintiffs all relevant documentation concerning their infringing activity and account to Plaintiffs for all revenues receives in connection with their unlawful activities. A copy of this demand is attached hereto as Exhibit B. While IODA eventually notified Plaintiffs that it had issued take-down notices for the Infringing Recordings, and eventually turned over certain limited sales information, the remaining Defendants have not complied with any of these requests or otherwise responded to Plaintiffs' demands.

FIRST CAUSE OF ACTION (Copyright Infringement of the Recordings Against MMRX, Defries and IODA)

- 63. Plaintiffs repeat and reallege each and every allegation contained in Paragraphs 1 through 62 hereinabove as if the same were fully set forth at length herein.
- 64. The Recordings are original works, copyrightable and copyrighted under 17 U.S.C. § 102. JTE is a lawful owner, and Capitol Records is the exclusive U.S. licensee, of the copyrights in and to the Bowie Recordings. Capitol Records is the exclusive U.S. licensee of the Iggy Pop Recordings. As such, JTE and Capitol Records and only JTE and Capitol Records have the exclusive rights under copyright to, *inter alia*, manufacture, sell, license, lease and otherwise

exploit the Recordings in phonorecords or digital or other format, to prepare derivative works based on the Recordings, and to publicly perform the Recordings. 17 U.S.C. § 106.

- 65. By manufacturing, licensing, reproducing, publicly performing and distributing the Infringing Recordings, MMRX, Defries and IODA have infringed JTE's and Capitol Records' exclusive copyright rights in the Recordings, in violation of the U.S. Copyright Act, 17 U.S.C. §§101 et. seq.
- 66. The infringement of each such Recording is a separate and distinct act of infringement.
- 67. Each separate act of infringement by these Defendants was willful, intentional, and purposeful and in disregard of and with indifference to the rights of JTE and Capitol Records.
- 68. As a direct and proximate result of the infringements by MMRX, Defries and IODA, JTE and Capitol Records are entitled to damages and MMRX's, Defries's and IODA's profits in amounts to be proven at trial, which are not currently ascertainable. If necessary, JTE and Capitol Records will seek leave to amend this Complaint to state the full amount of such damages and profits when such amounts have been ascertained.
- 69. Alternatively, JTE and Capitol Records are entitled to the maximum statutory damages in the amount of \$150,000 with respect to each work infringed, or for such other amounts as may be proper under 17 U.S.C.§504(c).
- 70. JTE and Capitol Records are further entitled to attorneys' fees and costs pursuant to 17 U.S.C. §505.
- 71. As a direct and proximate result of the foregoing acts and conduct, JTE and Capitol Records have sustained and will continue to sustain substantial, immediate, and

irreparable injury, for which there is no adequate remedy at law. Unless enjoined and restrained by this Court, MMRX, Defries and IODA will continue to infringe JTE's and Capitol Records' rights in the Recordings. JTE and Capitol Records are therefore entitled to permanent injunctive relief.

SECOND CAUSE OF ACTION

(Copyright Infringement of the Compositions against MMRX, Defries and IODA)

- 72. Plaintiffs repeat and reallege each and every allegation contained in Paragraphs 1 through 71 hereinabove as if the same were fully set forth at length herein.
- 73. The Compositions are original works, copyrightable under 17 U.S.C. § 102. JTE and/or EMI Publishing, in accordance with the schedule set forth on Exhibit A, has the exclusive right (along with their co-owners, which do not include any of the Defendants) to exploit and administer the Compositions in the United States. As such, they have the exclusive rights to, inter alia, reproduce the Compositions, prepare derivative works based on the Compositions, publicly perform and distribute copies of the Compositions.
- 74. By licensing, publicly performing, reproducing, and distributing copies of the Infringing Recordings, MMRX, Defries and IODA have infringed JTE's and EMI Publishing's exclusive copyright rights in the Compositions, in violation of the U.S. Copyright Act, 17 U.S.C. §§101 et. seq.
- 75. Each separate unauthorized use of each Composition is a separate and distinct act of infringement.
- 76. The aforesaid acts of infringement by MMRX, Defries and IODA were willful, intentional, and purposeful and in disregard of and with indifference to the rights of JTE and EMI Publishing.

- 77. As a direct and proximate result of the infringements by MMRX, Defries and IODA, JTE and EMI Publishing are entitled to damages and these Defendants' profits in amounts to be proven at trial, which are not currently ascertainable. If necessary, JTE and EMI Publishing will seek leave to amend this Complaint to state the full amount of such damages and profits when such amounts have been ascertained.
- 78. Alternatively, EMI Publishing and JTE are entitled to the maximum statutory damages in the amount of \$150,000 with respect to each work infringed, or for such other amounts as may be proper under 17 U.S.C.§504(c).
- 79. EMI Publishing and JTE are further entitled to attorneys' fees and costs pursuant to 17 U.S.C. §505.
- 80. As a direct and proximate result of the foregoing acts and conduct, EMI Publishing and JTE have sustained and will continue to sustain substantial, immediate, and irreparable injury, for which there is no adequate remedy at law. Unless enjoined and restrained by this Court, MMRX, Defries and IODA will continue to infringe JTE's and EMI Publishing's rights in the Compositions. JTE and EMI Publishing are entitled to permanent injunctive relief.

THIRD CAUSE OF ACTION Infringement of Pre-1972 Sound Recordings against

(Common-Law Copyright Infringement of Pre-1972 Sound Recordings against MMRX, Defries and IODA)

- 81. Plaintiffs repeat and reallege each and every allegation set forth in Paragraphs 1 through 80 hereinabove as if the same were fully set forth at length herein.
- 82. The Pre-1972 Sound Recordings are subject to common-law copyright protection under the laws of the State of New York. As the exclusive licensee in the United States of the Pre-1972 Sound Recordings, Capitol Records possesses the exclusive right to manufacture, copy,

perform, sell, distribute and otherwise exploit the Pre-1972 Sound Recordings in the United States.

- 83. Capitol Records has not granted or licensed to Defendants any rights with respect to the Pre-1972 Sound Recordings. Defendants' performance, reproduction and distribution of unauthorized copies of the Pre-1972 Sound Recordings, including but not limited to those listed on Exhibit A hereto, constitute infringement of the common-law copyright rights in the Pre-1972 Sound Recordings.
- 84. As a direct and proximate result of Defendants' willful and reckless copyright infringement, Capitol is entitled to compensatory damages in such amounts as will be proven at trial, as well as punitive damages.
- 85. Defendants' conduct is causing and, unless enjoined by this Court, will continue to cause Capitol great and irreparable injury that cannot fully be compensated or measured in money damages. Capitol has no adequate remedy at law and is entitled to permanent injunctive relief prohibiting Defendants from further violating its rights in the Pre-1972 Sound Recordings.

FOURTH CAUSE OF ACTION (Unfair Competition as to Pre-1972 Sound Recordings against MMRX, Defries and

- 86. Plaintiffs repeat and reallege each and every allegation set forth in Paragraphs 1 through 85 hereinabove as if the same were fully set forth at length herein.
- 87. Plaintiff Capitol Records possesses exclusive rights in and to the Pre-1972 Sound Recordings and is engaged in the business of selling, distributing and otherwise commercially exploiting the Pre-1972 Sound Recordings in the United States, and licensing others to do the same. Plaintiff Capitol Records has made a substantial investment of money, creative talents and

other resources in order to develop, market, promote, and commercially exploit these sound recordings.

- 88. Through the conduct described above, Defendants are violating Capitol Records' rights in the Pre-1972 Sound Recordings, including but not limited to those recordings listed in Exhibit A hereto, and are guilty of unfair competition under the common law of the State of New York. By performing, reproducing, distributing, and otherwise commercially exploiting unauthorized copies of the Pre-1972 Sound Recordings, Defendants compete directly with Capitol Records and its lawful licensees, and further take advantage of and undermine Capitol Records' substantial creative and financial investment in the Pre-1972 Sound Recordings. Defendants are willfully, wantonly and unfairly appropriating Capitol Records' rights to the Pre-1972 Sound Recordings for their own commercial benefit.
- 89. As a direct and proximate result of Defendants' unlawful conduct, Capitol Records is entitled to compensatory damages in such amounts as will be proven at trial, as well as punitive damages.
- 90. Defendants' conduct is causing and, unless enjoined by this Court, will continue to cause Capitol Records great and irreparable injury that cannot fully be compensated or measured in money damages. Capitol Records has no adequate remedy at law and is entitled to permanent injunctive relief prohibiting Defendants from further violating its rights in the Pre-1972 Sound Recordings.

FIFTH CAUSE OF ACTION

(Trademark Infringement Under Section 32(1) of the Lanham Act, 15 U.S.C. § 1114 against MMRX, Defries and IODA)

91. Plaintiffs repeat and reallege each and every allegation set forth in Paragraphs 1 through 90 hereinabove as if the same were fully set forth at length herein.

- 92. The DAVID BOWIE Mark is a registered mark, entitled to and deserving of protection against the unauthorized use of identical and confusingly similar marks.
- 93. JTE is the exclusive licensee of Bowie in connection with the use of the DAVID BOWIE Mark on the Bowie Recordings.
- 94. MMRX, Defries and IODA have used the DAVID BOWIE Mark in commerce in connection with the distribution, sale and advertising of the Infringing Recordings.
- 95. These Defendants' use of Bowie's DAVID BOWIE Mark, as described above, is without Bowie's or JTE's permission or authority.
- 96. MMRX's, Defries's and IODA's activities are likely to lead to and result in consumer confusion, mistake or deception, and are likely to cause consumers and the public to believe that the use of the DAVID BOWIE Mark in connection with the exploitation of the Infringing Recordings is authorized or that the Bowie Albums are now to be considered as Bowie/Ronson collaborations, which is untrue.
- 97. MMRX's, Defries's and IODA's acts are deliberate and intended to confuse consumers and the public as to the source of Bowie's services and the credit to be accorded Bowie and Ronson respectively in connection with the Recordings and to injure Bowie and reap the benefit of Bowie's goodwill associated with Bowie's DAVID BOWIE Mark.
- 98. MMRX's, Defries's and IODA's acts violate Section 32(1) of the Lanham Act, 15 U.S.C. §1114.
- 99. As a direct and proximate result of MMRX's, Defries's and IODA's actions, JTE is entitled to damages and MMRX's, Defries's and IODA's profits in amounts to be proven at trial, which are not currently ascertainable, and the costs and attorneys' fees of this action under 15 U.S.C. § 1117(a).

- 100. JTE is also entitled to treble damages under 15 U.S.C. § 1117(b).
- 101. In addition, as a direct and proximate result of MMRX's, Defries's and IODA's willful and unlawful conduct, JTE has been injured and will continue to suffer injury to his business and reputation unless MMRX, Defries and IODA are restrained from infringing the DAVID BOWIE Mark.

SIXTH CAUSE OF ACTION

(Unfair Competition and False Advertising Under 15 U.S.C. §1125(a) against MMRX and Defries)

- 102. Plaintiffs repeat and reallege each and every allegation set forth in Paragraphs 1 through 101 hereinabove as if the same were fully set forth at length herein.
- 103. MMRX and Defries, by and through their false and misleading representations of fact, have misrepresented in commerce the nature, characteristics, and qualities of the Infringing Recordings. Specifically, MMRX and Defries have stated, and continue to state that they are selling "David Bowie and Mick Ronson" recordings even though they have no rights to Bowie's Recordings as neither JTE nor EMI have authorized MMRX or Defries to exploit the Recordings and the Recordings are not and never have been "Mick Ronson" recordings.
- 104. MMRX's and Defries' statements are literally false as they have no right to exploit the Infringing Recordings. Moreover, these statements are also false in that the recordings at issue are not, in fact, "David Bowie and Mick Ronson" recordings; they are David Bowie recordings. In addition, Mr. Ronson does not appear on many of the Infringed Recordings even though MMRX and Defries have represented that he does.
- 105. MMRX and Defries made such false and misleading statements for the sole purpose to influence users to purchase the Infringing Recordings. MMRX's and Defries's

statements constitute a false designation of origin and a false representation that Bowie authorized or granted a license to MMRX and Defries to exploit the Infringing Recordings

- 106. MMRX's and Defries' statements have actually deceived, or have a tendency to deceive, a substantial segment of its audience.
- 107. MMRX and Defries disseminated such false and misleading statements in interstate commerce.
- 108. As a direct and proximate result of MMRX's and Defries's actions, Plaintiffs are entitled to damages in an amount to be proven at trial.
- 109. Because MMRX's and Defries's actions are wanton, willful and malicious, Plaintiffs are entitled to an award of punitive damages in an amount to be proven at trial.

SEVENTH CAUSE OF ACTION (Breach of Contract against MainMan)

- 110. Plaintiffs repeat and reallege each and every allegation set forth in Paragraphs 1 through 109 hereinabove as if the same were fully set forth at length herein.
- 111. Under the 1996 Agreement, MainMan and its affiliated entities sold and transferred to Bowie every conceivable right, claim or interest they had in all of the Assets, including the Bowie Recordings and all other Bowie Material.
 - 112. Bowie performed his obligations under the 1996 Agreement.
- 113. JTE and Capitol are Bowie's successors in interest and/or assigns with respect to the 1996 Agreement and the right to exploit the Bowie Recordings in the United States.
- 114. By exploiting and exercising alleged ownership rights over the Recordings in derogation of Bowie's successors'/assigns' rights in and to the Bowie Recordings, MainMan has materially breached the 1996 Agreement through the conduct described herein, including but not

limited to its breach of the various representations and warranties contained in the 1996 Agreement.

115. As a direct and proximate result of MainMan's breaches of the 1996 Agreement, Bowie, JTE and Capitol Records are entitled to damages in an amount to be proven at trial. Bowie, JTE and Capitol Records are also entitled to reimbursement of the costs and attorneys' fees that they have incurred and will incur in this action as a result of MainMan's willful breaches of the 1996 Agreement.

WHEREFORE, Plaintiffs demand judgment against Defendants as follows:

- 1. That each of the Defendants, and each of their agents, servants, employees, officers, attorneys, successors, licensees, partners, and assigns, and all persons acting in concert or participation with each or any of them, be preliminarily and permanently enjoined and restrained from any recording, manufacturing, reproducing, distributing, performing, transmitting, selling, promoting, advertising, or any other use or exploitation of the Infringing Recordings and the Compositions, and each of them, in whole or in part.
- 2. That MMRX and Defries be ordered to destroy all copies of the Infringing Recordings within their possession, custody or control, including all copies residing on digital media or computer hardware.
- 3. That MMRX and Defries be directed to file with this Court and to serve on Plaintiffs, within thirty (30) days after service upon MMRX and Defries of this Court's order or injunction issued in this action, a written report by MMRX and Defries, signed under oath, setting forth in detail the manner in which MMRX and Defries have complied with the injunction and order of destruction.

- 4. That MMRX and Defries be required to account for and pay over to Plaintiffs all revenues derived from exploitation of the Infringing Recordings and Compositions.
- 5. That Plaintiffs be awarded all damages to which Plaintiffs may be entitled, on the First and Second Causes of Action, including Defendants' profits, in such amounts as may be found, or, in the alternative and at Plaintiffs' election, for statutory damages in the maximum amount allowed by law.
- 6. That Plaintiffs be awarded damages to which Plaintiffs may be entitled on the Third, Fourth, Fifth, Sixth and Seventh Causes of Action.
- 7. That Plaintiffs be awarded punitive damages in an amount to be determined at trial.
- 8. That Plaintiffs be awarded its costs, including reasonable attorneys' fees, pursuant to 17 U.S.C. § 505 and the 1996 Agreement.
 - 9. That Plaintiffs be awarded prejudgment interest according to law.
- 10. That the Court award Plaintiffs any and all further relief as the Court may deem just and proper.

DEMAND FOR JURY TRIAL

Plaintiffs hereby demand trial by jury, pursuant to Fed. R. Civ. P. 38(b), on all issues so triable.

Dated: New York, New York

September 28, 2011

Donald S. Zakarin

(dzakarin@pryorcashman.com)

Ilene S. Farkas

(ifarkas @pryorcashman.com)

Eric M. Fishman

(efishman@pryorcashman.com)

PRYOR CASHMAN LLP

7 Times Square

New York, New York 10036

Phone: (212) 421-4100

Attorneys for Plaintiffs

EXHIBIT A

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Album Title	Artist	Song Title	Plaintiff - Recording	Plaintiff - Composition	US Copyright Reg. # for Recording	US Copyright Reg. # for Composition
Aladdin Sane	David Bowie	Watch That Man	JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	RE0000860851	RE842176 RE842187
Aladdin Sane	David Bowie	Aladdin Sane (1913 - 1938 - 197?)	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	RE0000860851	RE839770 RE860851
Aladdin Sane	David Bowie	Drive in Saturday	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	RE0000860851	. RE839206
Aladdin Sane	David Bowie	Panic in Detroit	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	RE0000860851	RE842178 RE842185
Aladdin Sane	David Bowie	Cracked Actor	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	RE0000860851	RE842175 RE842188
Aladdin Sane	David Bowie	Time	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	RE0000860851	RE842177 RE842189
Aladdin Sane	David Bowie	The Prettiest Star	Capitol Records, LLC and JTE		RE0000860851	
Aladdin Sane	David Bowie	Let's Spend the Night Together	Capitol Records, LLC and		RE0000860851	·
Aladdin Sane	David Bowie	The Jean Genie	Capitol Records, LLC and ITE	SCREEN GEMS-EMI MUSIC INC. and JTE	RE0000860851	RE815313 RE860860
Aladdin Sane	David Bowie	Lady Grinning Soul	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	RE0000860851	RE839769 RE842186
Bowie at the Beeb	David Bowie	In the Heat of the Morning	Capitol Records, LLC and	·	SR0000287227	
Bowle at the Beeb	David Bowie	London Bye Ta Ta	Capitol Records, LLC and JTE		SR0000287227	
Bowie at the Beeb	David Bowie	Karma Man	Capitol Records, LLC and JTE	·	SR0000287227	
Bowie at the Beeb	David Bowie	Silly Boy Blue	Capitol Records, LLC and JTE		SR0000287227	
Bowie at the Beeb	David Bowie	Let Me Sleep Beside You	Capitol Records, LLC and JTE		SR0000287227	
Bowie at the Beeb	David Bowie	Janine	JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000287227	RE815303 RE860856
Bowle at the Beeb	David Bowie	Amsterdam	Capitol Records, LLC and	1	SR0000287227	
Bowie at the Beeb	David Bowie	God Knows I'm Good	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000287227	RE81530 RE860857

Album Title	Artist	Song Title	Plaintiff - Recording	Plaintiff - Composition	US Copyright Reg. # for Recording	US Copyright Reg. # for Composition
Bowie at the Beeb	David Bowie	The Width of a Circle	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MÜSIC INC. and JTE	SR0000287227	RE810397 RE810432 RE815311
Bowie at the Beeb	David Bowie	Unwashed and Somewhat Slightly Dazed	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE815305
Bowie at the Beeb	David Bowie	Cygnet Committee	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and ITE	SR0000287227	RE815312 RE860855
Bowie at the Beeb	David Bowie	Memory of a Free Festival	Capitol Records, LLC and		SR0000287227	
Bowie at the Beeb	David Bowie	Wild Eyed Boy from Freecloud	Capitol Records, LLC and		SR0000287227	
Bowie at the Beeb	David Bowie	Bombers	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE860854
Bowie at the Beeb	David Bowie	Looking for a Friend	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE853074
Bowie at the Beeb	David Bowle	Almost Grown	Capitol Records, LLC and		SR0000287227	
Bowle at the Beeb	David Bowie	Kooks	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000287227	RE796780 RE815285
Bowie at the Beeb	David Bowle	It Ain't Easy	Capitol Records, LLC and		SR0000287227	
Bowle at the Beeb	David Bowie	The Supermen	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000287227	RE810400 RE810431 RE815299
Bowie at the Beeb	David Bowie	Eight Line Poem	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000287227	RE796778 RE815287
Bowie at the Beeb	David Bowie	Hang On to Yourself	Capitol Records, LLC and JTE	and JTE	SR0000287227	RE810392 RE815290 RE819470
Bowie at the Beeb	David Bowie	Ziggy Stardust	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE815289 RE818064
Bowie at the Beeb	David Bowie	Queen Bitch	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE810419 RE815281
Bowie at the Beeb	David Bowie	I'm Waiting for the Man	Capitol Records, LLC and		SR0000287227	
Bowie at the Beeb	David Bowie	Five Years	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE818061 RE815296
Bowie at the Beeb	David Bowle	White Light / White Heat	Capitol Records, LLC and		SR0000287227	

Album Title	Artist	Song Title	Plaintiff - Recording	Plaintiff - Composition	US Copyright Reg. # for Recording	US Copyright Reg. # for Composition
Bowie at the Beeb	David Bowie	Moonage Daydream		SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE810393
			JTE	and JTE		RE815294
· · · · · · · · · · · · · · · · · · ·					<u> </u>	RE819469
Bowie at the Beeb	David Bowie	Hang On to Yourself	Capitol Records, LLC and	1-	SR0000287227	RE810392
	· 1	İ	JTE	and JTE	1	RE815290
						RE819470
Bowie at the Beeb	David Bowie	Suffragette City	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE819468
			JTE	and JTE		RE832862
Bowie at the Beeb	David Bowie	Ziggy Stardust	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE810397
	1	\	JTE	and JTE		RE810432
						RE815311
Bowie at the Beeb	David Bowie	Starman	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE815293
			JTE	and JTE	<u> </u>	RE818062
Bowie at the Beeb	David Bowie	Space Oddity	Capitol Records, LLC and		SR0000287227	
Bowie at the Beeb	David Bowie	Oh! You Pretty Things	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE796848
Bowie at the Beeb	David Bowie	Andy Warhol	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE796782
•			JTE	and JTE		RE815283
			[RE839387
Bowie at the Beeb	David Bowie	Lady Stardust	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE815292
			JTE .	and JTE		RE818086
Bowie at the Beeb	David Bowie	Rock & Roll With Me	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000287227	RE815288
			JTE	and JTE	<u> </u>	RE818060
Holiday Gift Pack	Iggy Pop	T.V. Eye	Capitol Records, LLC		RE0000780883	
Holiday Gift Pack	iggy Pop	Funtime	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE0000780883	RE912360
				and JTE	1	RE913868
Lust For Life	Iggy Pop	Sixteen	Capitol Records, LLC		RE0000780883	
Holiday Gift Pack	Iggy Pop	I Got A Right	Capitol Records, LLC		RE0000780883	<u> </u>
Holiday Gift Pack	Iggy Pop	Lust For Life	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE0000780883	RE912871 RE913890
Wild Animal	Iggy Pop	Dirt	Capitol Records, LLC		RE0000780883	
The ldiot	Iggy Pop	Nightclubbing	. Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE0000780883	RE912359 RE913867
Holiday Gift Pack	iggy Pop	I Wanna Be Your Dog	Capitol Records, LLC		RE0000780883	
Hunky Dory	David Bowie	Changes	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE 796777
			ITE	and JTE		RE815279
Hunky Dory	David Bowie	Oh! You Pretty Things	Capitol Records, LLC and ITE	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE796848

Album Title	Artist	Song Title	Plaintiff - Recording	Plaintiff - Composition	US Copyright Reg. # for Recording	US Copyright Reg. # for Composition
Hunky Dory	David Bowie	Eight Line Poem	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and ITE	pre-1972	RE796778 RE815287
Hunky Dory	David Bowie	Life on Mars?	Capitol Records, LLC and	Capitol Records, LLC and SCREEN GEMS-EMI MUSIC INC.		RE796779 RE815286
Hunky Dory	David Bowie	Kooks	Capitol Records, LLC and		pre-1972	RE796780 RE815285
Hunky Dory	David Bowie	Quicksand	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and JTE	pre-1972	RE796781 RE815284
Hunky Dory	David Bowie	Fill Your Heart	Capitol Records, LLC and		pre-1972	
Hunky Dory	David Bowie	Andy Warhol	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	pre-1972	RE796782 RE815283 RE839387
Hunky Dory	David Bowie	Song for Bob Dylan	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE796783 RE815282
Hunky Dory	David Bowie	Queen Bitch	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE810419 RE815281
Hunky Dory	David Bowie	The Bewlay Brothers	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and JTE	pre-1972	RE796776 RE815280
Pin Ups	David Bowie	Rosalyn	Capitol Records, LLC and		N14159	
Pin Ups	David Bowie	Here Comes the Night	Capitol Records, LLC and		N14159	
Pin Ups	David Bowie	I Wish You Would	Capitol Records, LLC and		N14159	
Pin Ups	David Bowie	See Emily Play	Capitol Records, LLC and		N14159	
Pin Ups	David Bowie	Everything's Alright	Capitol Records, LLC and		N14159	
Pin Ups	David Bowie	I Can't Explain	Capitol Records, LLC and		N14159	
Pin Ups	David Bowie	Friday on My Mind	Capitol Records, LLC and	EMI UNART CATALOG INC	N14159	RE735136
Pin Ups	David Bowle	Sorrow	Capitol Records, LLC and		N14159	
Pin Ups	David Bowie	Don't Bring Me Down	Capitol Records, LLC and		N14159	
Pin Ups	David Bowie	Shapes of Things	Capitol Records, LLC and	EMI UNART CATALOG INC.	N14159	

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Album Title	Artist	Song Title	Plaintiff - Recording	Plaintiff - Composition	US Copyright Reg. # for Recording	US Copyright Reg. # for Composition
Pin Ups	David Bowie	Anyway, Anyhow, Anywhere	Capitol Records, LLC and JTE		N14159	
Pin Ups	David Bowie	Where Have All the Good Times Gone!	Capitol Records, LLC and		N14159	
The Idiot	Iggy Pop	Sister Midnight	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE919-737	RE911994
The Idiot	Iggy Pop	Nightclubbing	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE919-737	RE912359 RE913867
Nude & Rude - The Best Of Iggy Pop	Iggy Pop	Funtime	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	SR 201-176	RE912360 RE913868
The Idiot	Iggy Pop	Baby	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE919-737	RF912358 RE913866
Nude & Rude - The Best Of Iggy Pop	Iggy Pop	China Girl	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	SR 201-176	RE912356 RE913864
The Idiot	Iggy Pop	Dum Dum Boys	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE919-737	RE912357 RE913865
The Idiot	Iggy Pop	Tiny Girls	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE919-737	RE912354 RE913862
The Idiot	Iggy Pop	Mass Production	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE919-737	RE912355 RE913863
Lust For Life	Iggy Pop	Lust For Life	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	N45278	RE912871 RE913890
Lust For Life	Iggy Pop	Sixteen	Capitol Records, LLC		N45278	
Lust For Life	Iggy Pop	Some Weird Sin	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	SR 201-176	RE912873 RE913891
Lust For Life	Iggy Pop	The Passenger	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	N45278	RE912857
Lust For Life	Iggy Pop	Tonight	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	N45278	RE912874 RE913892
Lust For Life	Iggy Pop	Success	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC. and ITE	N45278	RE912869 RE913888
Lust For Life	lggy Pop	Turn Blue	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	N45278	RE912856 RE913886
Lust For Life	Iggy Pop	Neighborhood Threat	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	N45278	RE912868 RE913887
Lust For Life	Iggy Pop	Fall In Love With Me	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	N45278	RE912870 RE913889
Nude & Rude - The Best Of Iggy Pop	Iggy Pop	China Girl	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	SR 201-176	RE912356 RE913864

Album Title	Artist	Song Title	Plaintiff - Recording	Plaintiff - Composition	US Copyright Reg. # for Recording	US Copyright Reg. # for Composition
The Idiot	Iggy Pop	Dum Dum Boys	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE919-737	RE912357
				and JTE		RE913865
The Idiot	Iggy Pop	Baby	Capitol Records, LLC	SCREEN GEMS-EMI MUSIC INC.	RE919-737	RE912358
				and JTE		RE913866
The Man Who Sold the World	David Bowie	The Width of a Circle	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE810397
			JTE	and JTE		RE810432
						RE815311
The Man Who Sold the World	David Bowie	All the Madmen	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE810430
]JTE	and JTE	'	RE810396
					}	RE815307
The Man Who Sold the World	David Bowie	Black Country Rock	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE810429
			ITE	and ITE		RE810398
	1.		/			RE815308
The Man Who Sold the World	David Bowie	After All	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE229316
1110 11111 11110 00111 1110 01111		(ITE	and ITE		RE810395
	ŀ		ļ			RE815309
The Man Who Sold the World	David Rowie	Running Gun Blues	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE810423
1110 1-1111 11110 0014 410 11 0114			ITE	and ITE	1 10 2772	RE810427
			p			RE815310
The Man Who Sold the World	David Bowie	Saviour Machine	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE810401
			ITE	and ITE	pro arra	RE810426
	ļ.		(***		1	RE815298
The Man Who Sold the World	David Bowie	She Shook Me Cold	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE810402
			ITE	and ITE		RE810425
		('			RE815297
The Man Who Sold the World	David Rowie	The Man Who Sold the World	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE810424
1110 1-1411 11110 0014 414 110114	20110	The Flat was sell als well	ITE	and ITE		RE810428
*			p.~	u.u., 12	}	RE815278
The Man Who Sold the World	David Rourie	The Supermen	Canito Records LLC and	SCREEN GEMS-EMI MUSIC INC.	pre-1972	RE810400
The Mail Who Sold the World	David Dowle	The Supermen	ITE	and ITE	Pre 1372	RE810431
	1	1). <u> </u>	anujib	1	RE815299
The Rise and Fall of Ziggy	David Bowie	Five Years	Capital Records II Cand	SCREEN GEMS-EMI MUSIC INC.	N0000001548/	RE818061
Stardust and the Spiders	David Bowle	Live lears	ITE	and ITE	RE0000919238	RE815296
from Mars			,	ļ ·		ļ
The Rise and Fall of Ziggy	David Bowie	Soul Love		SCREEN GEMS-EMI MUSIC INC.	N00000001548/	RE815295
Stardust and the Spiders from Mars			JTE	and JTE	RE0000919238	RE818063

Album Title	Artist	Song Title	Plaintiff - Recording	Plaintiff - Composition	US Copyright Reg. # for Recording	US Copyright Reg. # for Composition
The Rise and Fall of Ziggy Stardust and the Spiders from Mars	David Bowie	Moonage Daydream	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	N00000001548/ RE0000919238	RE810393 RE815294 RE819469
The Rise and Fall of Ziggy Stardust and the Spiders from Mars	David Bowie	Starman	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	N00000001548/ RE0000919238	RE815293 RE818062
The Rise and Fall of Ziggy Stardust and the Spiders from Mars	David Bowle	It Ain't Easy	Capitol Records, LLC and JTE		N00000001548/ RE0000919238	,
The Rise and Fall of Ziggy Stardust and the Spiders from Mars	David Bowie	Lady Stardust	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and JTE	N00000001548/ RE0000919238	RE815292 RE818086
The Rise and Fall of Ziggy Stardust and the Spiders from Mars	David Bowie	Star	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	N0000001548/ RE0000919238	RE815291 RE819467
The Rise and Fall of Ziggy Stardust and the Spiders from Mars	David Bowle	Hang On to Yourself	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	N00000001548/ RE0000919238	RE810392 RE815290 RE819470
The Rise and Fall of Ziggy Stardust and the Spiders from Mars	David Bowie	Ziggy Stardust	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	N00000001548/ RE0000919238	RE815289 RE818064
The Rise and Fall of Ziggy Stardust and the Spiders from Mars	David Bowie	Suffragette City	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	N0000001548/ RE0000919238	RE819468 RE832862
The Rise and Fall of Ziggy Stardust and the Spiders from Mars	David Bowie	Rock 'N' Roll Suicide	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	N00000001548/ RE0000919238	RE815288 RE818060
Ziggy Stardust - The Motion Picture	David Bowie	Hang On to Yourself	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000052331	RE810392 RE815290 RE819470
Ziggy Stardust - The Motion Picture	David Bowie	Ziggy Stardust	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000052331	RE815289 RE818064
Ziggy Stardust - The Motion Picture	David Bowie	Watch That Man	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000052331	RE842176 RE842187
Ziggy Stardust - The Motion Picture	David Bowie	Wild Eyed Boy from Freecloud	Capitol Records, LLC and		SR0000052331	
Ziggy Stardust - The Motion Picture	David Bowie	Ohl You Pretty Things	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000052331	RE796848

Album Title	Artist	Song Title	Plaintiff - Recording	Plaintiff - Composition	US Copyright Reg. # for Recording	US Copyright Reg. # for Composition
Ziggy Stardust - The Motion Picture	David Bowie	Moonage Daydream	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000052331	RE810393 RE815294 RE819469
Ziggy Stardust - The Motion Picture	David Bowie	Space Oddity	Capitol Records, LLC and		SR0000052331	
Ziggy Stardust - The Motion Picture	David Bowie	My Death	Capitol Records, LLC and		SR0000052331	
iggy Stardust - The Motion Picture	David Bowie	Cracked Actor	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000052331	RE842175 RE842188
iggy Stardust - The Motion ricture	David Bowie	Time	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000052331	RE842177 RE842189
liggy Stardust - The Motion Picture	David Bowie	Width of a Circle	Capitol Records, LLC and JTE	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000052331	RE810397 RE810432 RE815311
iggy Stardust - The Motion	David Bowie	Changes	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC.	SR0000052331	RE 796777 RE815279
iggy Stardust - The Motion	David Bowie	Let's Spend the Night Together	Capitol Records, LLC and JTE		SR0000052331	
Ciggy Stardust - The Motion	David Bowie	Suffragette City	Capitol Records, LLC and	SCREEN GEMS-EMI MUSIC INC. and JTE	SR0000052331	RE819468 RE832862
Ziggy Stardust - The Motion Picture	David Bowie	White Light / White Heat	Capitol Records, LLC and JTE		SR0000052331	
Liggy Stardust - The Motion Picture	David Bowie	Rock 'N' Roll Suicide	Capitol Records, LLC and	and JTE	SR0000052331	RE815288 RE818060
kin it Back	Mellencamp, John	American Dream		COLGEMS-EMI MUSIC INC.		RE893322
	Mellencamp, John	American Fool		EMI FULL KEEL MUSIC INC.		Pau 812-488
merical Fool	Mellencamp, John	Can You Take It		EMI FULL KEEL MUSIC INC.		PA 153-025
kin it Back	Mellencamp, John	Cheap Shot		EMI FULL KEEL MUSIC INC.		PA 97 599
Early Years	Mellencamp, John	Chestnut Street		COLGEMS-EMI MUSIC INC.		RE892515 RE892557
Skin it Back	Mellencamp, John	Chestnut Street Revisited		COLGEMS-EMI MUSIC INC.		RE892515 RE892557
Americal Fool	Mellencamp, John	Close Bnough	·	EMI FULL KEEL MUSIC INC.	 	PA 153-027
Americal Fool	Crane, Larry/Mellencamp, John Green, George	Danger List		EMI FULL KEEL MUSIC INC.		PA 153 024
Skin is Back	Michael/Mellencamp,	Dream Killin'Town		COLGEMS-EMI MUSIC INC.		RE893325

Album Title	Artist	Song Title	Plaintiff - Recording	Plaintiff - Composition	US Copyright Reg. #	US Copyright Reg. #
					for Recording	for Composition
						RE893323
Early Years	Mellencamp, John	Gearhead		COLGEMS-EMI MUSIC INC.]	RE912132
Early Years	Mellencamp, John	Good Girls		COLGEMS-EMI MUSIC INC.		RE893324
Americal Fool	Mellencamp, John	Hand to Hold Onto		EMI FULL KEEL MUSIC INC.		PA 153-023
	Mellencamp,					
	John/Green, George					·
Americal Fool	Michael	Hurts So Good	_	EMI FULL KEEL MUSIC INC.	<u> </u>	PA 153-021
Americal Fool	Mellencamp, John	Jack Diane		EMI FULL KEEL MUSIC INC.		PA 153-022
Skin it Back	Mellencamp, John	R. Gane		COLGEMS-EMI MUSIC INC.		RE912131
	Green, George					
	Michael/Mellencamp,					
Skin it Back)ohn	Sad Lady		COLGEMS-EMI MUSIC INC.	Î	RE893327
Skin it Back	Mellencamp, John	Sidewalks & Streetlights		COLGEMS-EMI MUSIC INC.		RE912135
Skin it Back	Mellencamp, John	Take What You Want		COLGEMS-EMI MUSIC INC.		RE912134
Skin it Back	Mellencamp, John	American Son		COLGEMS-EMI MUSIC INC.		RE911141
Skin it Back	Mellencamp, John	Kid Inside		COLGEMS-EMI MUSIC INC.		RE911140
	Pop, Iggy/Gardiner,					
Lust For Life	Ricky	The Passenger		SCREEN GEMS-EMI MUSIC INC.	<u> </u>	RE912857
	Mellencamp,	,				
	John/Green, George				1	
Americal Fool	Michael	Thundering Hearts		EMI FULL KEEL MUSIC INC.		PA 153-026
Early Years	Mellencamp, John	Too Young to Live		COLGEMS-EMI MUSIC INC.	J	RE893495
Americal Fool	Mellencamp, John	Weakest Moments		EMI FULL KEEL MUSIC INC.		PA 153 028
Skin it Back	Mellencamp, John	Young Genocides		COLGEMS-EMI MUSIC INC.	<u> </u>	RE912133

EXHIBIT B



New York | Los Angeles

7 Times Square, New York, NY 10036-6569 Tel: 212-421-4100 Fax: 212-326-0806

www.pryorcashman.com

Donald S. Zakarin

Direct Tel: 212-326-0108 Direct Fax: 212-798-6306 dzakarin@pryorcashman.com

August 26, 2011

BY EMAIL AND REGISTERED MAIL RETURN RECEIPT REQUESTED

Mr. Tony Defries
MMRX
MainMan
c/o Maag, Mulli, Schob & Partner
Kohlrainstrasse 10
CH-8700 Kusnacht-Zurich
SWITZERLAND

Email: MMTek2@gmail.com

Re: Unauthorized Exploitation of Sound Recordings and Compositions

Dear Mr. Defries:

We are litigation counsel to the EMI Music Publishing corporations (collectively, "EMI Publishing"), EMI Music North America and its affiliates ("EMI Music"), David Bowie and Jones/Tintoretto Entertainment Company, LLC ("JTE"). EMI Music is the exclusive licensee of copyrighted master recordings embodying the performances of David Bowie (the world-wide copyrights in which are owed by JTE) and Iggy Pop. EMI Publishing and/or JTE owns or coowns the worldwide rights in certain musical compositions written and composed by David Bowie and John Mellencamp (among others) which are embodied on the recordings unlawfully licensed by you and/or MMRX, directly and indirectly through IODA and others.

Based on our investigation, we have discovered that an entity by the name "MMRX," which we have good reason to believe is owned and/or controlled by you, has undertaken to directly exploit and to license the further exploitation of sound recordings owned and/or controlled by JTE and/or EMI Music which embody the performances of David Bowie and Iggy Pop, which are identified on the attached Schedule A (collectively, the "Infringing Recordings").

PRYOR CASHMAN LLP

Mr. Tony Defries MMRX August 26, 2011 Page 2 of 4

We have determined that MMRX has exploited these recordings, directly and indirectly, digitally through various licensees, including but not limited to iTunes, Amazon.com, Spotify, Napster, Rhapsody, IODA, Microsoft and others.

In addition, through its exploitation of the Infringing Recordings, MMRX is also infringing EMI Publishing's and/or JTE's copyrights in the underlying compositions embodied on the Infringing Recordings. An infringer of a sound recording copyright is not entitled to secure a mechanical license, whether from The Harry Fox Agency ("HFA") or on a compulsory basis (and neither you nor any entity affiliated with you has any interest in any of the compositions that would have entitled you to issue a license to yourself or MMRX). Any purported license issued to any licensee exploiting any MMRX recordings are infringers as well and any licenses obtained from HFA could only have been obtained by false pretenses and are void. We are advised that HFA has taken steps to notify you that such licenses are void.

Neither EMI Music nor JTE has authorized the exploitation of any of the Infringing Recordings set forth on Schedule A. Be advised that Schedule A does not purport to be a comprehensive list of all Infringing Recordings being unlawfully exploited by MMRX but merely those that have been identified thus far by our clients through their investigation to date. Our investigation is continuing and, as and when we discover any additional infringing recordings and/or compositions, we will proceed against you and any and all other infringers without further warning. Since you are obviously aware of the full extent of your willfully infringing activity, through MMRX or any other entity, you would be well-advised to disclose such activity in ow voluntarily as you will be compelled to disclose such activity if we are required to commence an action against you and your licensees.

To be clear, MMRX's unauthorized commercial exploitation of the Infringing Recordings and the compositions embodied thereon constitutes willful copyright infringement in violation of the United States Copyright Act. In addition, MMRX's unauthorized commercial exploitation of Mr. Bowie's name and likeness violates his rights under federal trademark and unfair competition law, as well as state laws regarding his right of privacy and publicity (including New York Civil Rights Law Sections 50 and 51). Your conduct and MMRX's conduct also constitutes a cynical and purposeful breach of the December 1996 Purchase and Sale Agreement between Mr. Bowie and the various MainMan entities and conversion of the valuable property rights you sold for millions of dollars.

There should be no mistake on your part regarding our clients' intentions. Unless you comply in full with the following requirements by no later than the close of business in New York on Friday, September 2, 2011, we have been authorized to immediately commence action against you, MMRX and any and all others involved in the infringement of our clients' rights:

PRYOR CASHMAN LLP

Mr. Tony Defries MMRX August 26, 2011 Page 3 of 4

- 1. Cease and desist from any and all exploitation of the Infringing Recordings and the underlying compositions and any other unauthorized uses of other sound recordings (and compositions) owned and/or controlled our clients now or in the future;
- 2. Provide us with all documentation pursuant to which MMRX or any other entity affiliated with or "licensed" by MMRX purported to license the use of the Infringing Recordings to any third party, including but not limited to copies of licenses, agreements, and/or other authorizations, if any, under which you claimed any rights to distribute the Infringing Recordings and by which you have licensed or otherwise exploited the Infringing Recordings and the underlying compositions;
- 3. Provide us with a detailed accounting reflecting any and all sales by or through IODA, Apple, Amazon, Spotify, Napster, Rhapsody, Microsoft, Thumbplay, Slacker, Medianet Digital, Omnifone, Nokia (and any other digital or physical channel of distribution) of the Infringing Recordings to date, the dates on which such sales took place, the number of units exploited, the amount of money accounted to and paid to MMRX and/or its affiliates in connection with such sales, and copies of any accountings and payments that any of these third parties have made to MMRX and/or you with respect to the Infringing Recordings and underlying compositions;
- 4. Provide us with copies of written notices you must send, by certified mail, to each and every distributor/licensee (including IODA) of the Infringing Recordings that they are no longer authorized to distribute the Infringing Recordings and the compositions embodied on the Infringing Recordings and require that they immediately take down the Infringing Recordings from their respective sites, provide a copy of such communications to us and instruct them to immediately freeze all funds attributable to the sale of the Infringing Recordings and underlying compositions, and to provide complete accountings to us on behalf of our clients; and
- 5. Immediately pay over to our clients all monies that have been paid or credited to you, MMRX and/or any of your affiliates and licensees attributable to the exploitation of the Infringing Recordings and underlying compositions.

Upon our timely receipt of all of the foregoing, we will advise you of our clients' additional financial requirements to resolve this matter short of litigation.

As stated above, unless you have fully complied with all of the foregoing requirements by no later than the close of business in New York on Friday, September 2, 2011 we have been authorized to and will commence suit against MMRX, you, IODA, and all other appropriate individuals and entities without further notice and in connection therewith will seek recovery of

PRYOR CASHMAN LLP

Mr. Tony Defries MMRX August 26, 2011 Page 4 of 4

all of the costs, fees and expenses incurred by our clients in vindicating their rights, including attorneys' fees.

This letter is not intended to set forth a full statement of any claims, rights and remedies. In addition, this letter is sent without prejudice to any of our clients' rights and remedies in connection with this matter. All of such rights and remedies, whether or not referred to in this letter, are hereby expressly reserved.

Very truly yours,

Donald S. Zakarin

Enclosure

cc: IODA (via email w/attachment)

Alasdair McMullan, Esq.

Mr. Tom Cyrana

Mr. Henry Wrenn-Meleck

Mr. Bill Zysblat

Bruce Scavuzzo, Esq.

Ilene S. Farkas, Esq.

True Legit Album Title	MMRX Album Title Aladdin Sane	Label	Artist	Track #	MMRX Track Title
Aladdin Sane		MMRX	David Bowie	 1 	Watch That Man
Aladdin Sane Aladdin Sane	Aladdin Sane Aladdin Sane	MMRX MMRX	David Bowie David Bowie	3	Aladdin Sane (1913 - 1938 - 197?)
Aladdin Sane	Aladdin Sane	MMRX	David Bowle	4	Drive-In Saturday Panic In Detroit
Aladdin Sane	Aladdin Sane	MMRX	David Bowle	5	Cracked Actor
Aladdin Sane	Aladdin Sane	MMRX	David Bowie	6	Time
Aladdin Sane	Aladdin Sane	· MMRX	David Bowle	7	The Prettiest Star
Aladdin Sane	Aladdin Sane	MMRX	David Bowle	8	Let's Spend the Night Together
Aladdin Sane	Aladdin Sane	MMRX	David Bowie	9	The Jean Genie
Aladdin Sane	Aladdin Sane	MMRX	David Bowle	10	Lady Grinning Soul
TV Eye	Funtime	MMRX	Iggy Pop	1 1	TV Eye
TV Eye	Funtime	MMRX	Iggy Pop	2	Funtime
TV Eye	Funtime	MMRX	Iggy Pop	3	Sixteen
TV Eye	Funtime	MMRX:	Iggy Pop	4	I Got A Right
TV Eye	Funtime	MMRX	Iggy Pop	5	Lust For Life
TV Eye	Funtime	MMRX	Iggy Pop	6	Dirt (feat. David Bowie)
TV Eye	Funtime	MMRX	Iggy Pop	7	Nightclubbing
TV Eye	Funtime	MMRX	Iggy Pop	8	I Wanna Be Your Dog (feat. David Bowle)
	Die Une	MADY			Rosalyn (feat. Mick Ronson) (Abbey Road
Pin Ups	Pin Ups	MMRX	David Bowie	1	Studios Remastered version) Here Comes the Night (feat. Mick Ronson)
Pin Ups	Pin Ups	MMRX	David Bowle	2	(Abbey Road Studios Remastered version) I Wish You Would (feat, Mick Ronson) (Abbey
Pin Ups	Pin Ups	MMRX	David Bowle	3	Road Studios Remastered version)
Pin Ups	Pin Ups	MMRX	David Bowie	4	See Emily Play (feat. Mick Ronson) (Abbey Road Studios Remastered version)
Pin Ups	Pin Ups	MMRX	David Bowie	5	Everything's Airight (feat, Mick Ronson) (Abbey Road Studios Remastered version)
	Pin Ups	MMRX	David Bowle	6	I Can't Expiain (feat. Mick Ronson) (Abbey Road Studios Remastered version)
Pin Ups					Friday on My Mind (feat. Mick Ronson) (Abbey
Pin Ups	Pin Ups	MMRX	David Bowle	7.	Road Studios Remastered version) Sorrow (feat. Mick Ronson) (Abbey Road
Pin Ups	Pin Ups	MMRX	David Bowle	8	Studios Remastered version) Don't Bring Me Down (feat, Mick Ronson)
Pin Ups	Pin Ups	MMRX	David Bowie	8	(Abbey Road Studios Remastered version) Shapes of Things (feat. Mick Ronson) (Abbey
Pin Ups	Pin Ups	MMRX	David Bowle	10	Road Studios Remastered version)
Pin Ups	Pin Ups	MMRX	David Bowie	11	Anyway, Anyhow, Anywhere (feat. Mick Ronson) Where Have All the Good Times Gone (feat.
					Mick Ronson) (Abbey Road Studios Remastered
Pin Ups	Pin Ups	MMRX	David Bowie	12	version)
Lust For Life	Snow White	MMRX	Iggy Pop	9	Lust For Life
Lust For Life	Snow White	MMRX	iggy Pop	10	Sweet Sixteen (EMI Track title is "Sixteen")
Lust For Life	Snow White	MMRX	Iggy Pop	12	The Passenger
Lust For Life	Snow White	MMRX	iggy Pop	13	Tonight
Lust For Life	Snow White	MMRX	Iggy Pop	14	Success
Lust For Life	Snow White	MMRX	Iggy Pop	15	Turn Blue
Lust For Life	Snow White	MMRX	iggy Pop	16	Neighborhood Threat
Lust For Life Nude & Rude - The Best	Snow White -	MMRX	Iggy Pop	17	Fail in Love With Me
Of Iggy Pop	Snow White	MMRX	iggy Pop	3	Funtime
Nude & Rude - The Best Of Iggy Pop	Snow White	MMRX	Iggy Pop	5	China Girl
Nude & Rude - The Best	Om 188444	MADA	lami Den	4.4	Sama Maint Cin
Of Iggy Pop	Snow White	MMRX	iggy Pop	11	Some Weird Sin
The Idiot	Snow White	MMRX	iggy Pop		Sister Midnight
The Idiot	Snow White	MMRX	Iggy Pop		Nightelubbing
The Idiot	Snow White	MMRX	Iggy Pop		Baby
The Idiot	Snow White	MMRX	Iggy Pop		Dum Dum Boys
The Idiot	Snow White Snow White	MMRX MMRX	iggy Pop		Tiny Girls Mass Production
The Idiot Nude & Rude - The Best			iggy Pop		
Of Iggy Pop	Somebody	MMRX	Iggy Pop		China Giri
The Idiot	Somebody	MMRX	Iggy Pop		Dum Dum Boys
The Idiot	Somebody	MMRX	Iggy Pop	28	Baby
Ziggy Stardust - The Motion Picture	Ziggy Stardust - The Motion Picture	MMRX	David Bowle	1	Hang On to Yourself
Ziggy Stardust - The Motion Picture	Ziggy Stardust - The Motion Picture	MMRX	David Bowie	2	Ziggy Stardust
Ziggy Stardust - The	Ziggy Stardust - The				
Motion Picture	Motion Picture	MMRX .	David Bowle	3	Watch That Man

Jugy Standard - The Middle Picture M	Plant Clardent The				•	
Zegy Standust - The Motion Picture	Ziggy Stardust - The Motion Picture		MMRX	David Rowie	,	Afild Fund Boy from FrancisUd
Region Standard - The Motion Picture Motion Pictu	Ziggy Stardust - The	Ziggy Stardust - The			 	Wild Eyed Boy from Freecloud
Motion Picture Aggy Stardust - The Aggy Stard		Motion Picture Ziggy Stardust - The	MMRX	David Bowie	5	Ohi You Pretty Things
Motion Picture Motion		Motion Picture	MMRX	David Bowle	6	Moonage Daydream
Motion Picture Moti	Motion Picture	Motion Picture	MMRX	David Bowle	7	Space Oddity
August Standust - The Motion Picture			MMRX	David Bowie	8	My Death
Page Standard - The Diggy Standard - The Minker David Bowle 10 Time			·			
Page Standust - The Motton Picture	Ziggy Stardust - The	Ziggy Stardust - The		David Bowle	9	Cracked Actor
Molton Picture Molt			MMRX	David Bowie	10	Time
Motion Picture Zegy Stardust - The Motion Picture M		Motion Picture	MMRX	David Bowle	11	Width of a Circle
Motion Picture Motion Picture	Motion Picture	MMRX	David Bowie	12	Changes	
Ziggy Stardust - The Ziggy Ziggy Stardust - The Ziggy Ziggy Stardust and the Ziggy Zi			MMRX	David Bowie	13	t at's Spand the Night Together
Ziggy Stardust - The Ziggy Stardust - Ziggy Stardust - The Ziggy Stardust - The Rise and Fail of Ziggy Stardust - Ziggy	Ziggy Stardust - The	Ziggy Stardust - The				
Ziggy Stardust - The Ziggy Stardust - The Motion Picture MMRX David Boyle 16 Rock "N" Roll Suicide			MMRX	David Bowle	14	Suffragette City
Moleon Picture Moleon Picture MMRX David Bowie			MMRX	David Bowle	15	White Light / White Heat
Hunky Dory Hunky Dory MMRX Mick Ronson 1 Changes Hunky Dory Hunky Dory MMRX Mick Ronson 2 Och You Pretty Things Hunky Dory Hunky Dory MMRX Mick Ronson 3 Eight Line Poem Hunky Dory Hunky Dory MMRX Mick Ronson 1 Life on Mars? Hunky Dory Hunky Dory MMRX Mick Ronson 5 Kooks Hunky Dory Hunky Dory MMRX Mick Ronson 6 Oculekand Hunky Dory Hunky Dory MMRX Mick Ronson 6 Oculekand Hunky Dory Hunky Dory MMRX Mick Ronson 6 Oculekand Hunky Dory Hunky Dory MMRX Mick Ronson 6 Oculekand Hunky Dory Hunky Dory MMRX Dovid Ronson 6 Oculekand Hunky Dory Hunky Dory MMRX Mick Ronson 6 Oculekand Hunky Dory Hunky Dory MMRX Mick Ronson 6 Oculekand Hunky Dory Hunky Dory MMRX Mick Ronson 6 Oculekand Hunky Dory Hunky Dory MMRX Mick Ronson 7 Ocule Bible Note 8 Ocule Ronson 7 Ocule Bible Ronson 8 Ocule Ronson 8 Ocule Bible Ronson 8 Ocule Ronson 7 Ocule Bible Ronson 8 Ocule Ronson 8 Ocule Bible Ronson 8 Ocule Ronson 7 Ocule Bible Ronson 8 Ocule Ronson 7 Ocule Bible Ronson 8 Ocule Ronson 8 Ocule Bible Ronson 8 Ocule Ronson 7 Ocule Bible Ronson 8 Ocule Ronson 8 O			MMRX		16	Rock 'N' Roll Suicide
Hunky Dory Hunky Dory MMRX David Bowle & Mick Ronson 2 Och You Pretty Things Hunky Dory Hunky Dory MMRX David Bowle & Mick Ronson 3 Eight Line Poem David Bowle & Mick Ronson 4 Life on Mars? Hunky Dory Hunky Dory MMRX David Bowle & Mick Ronson 5 Koole Mick Ronson 5 Koole Mick Ronson 6 Quickeand Mick Ronson 7 Fill Your Heart Mick Poory MMRX Mick Ronson 7 Fill Your Heart Mick Poory Mick Bowle & Mick Ronson 7 Fill Your Heart Mick Poory Mick Bowle & Mick Ronson 8 Andy Werhol David Bowle & Mick Ronson 9 Song for Bob Dylan Mick Ronson 9 Song for Bob Dylan Mick Ronson 9 Song for Bob Dylan Mick Ronson 10 Queen Bitch Mick Ronson 11 Five Years 11 Five Years 11 Five Years 12 Five Years 12 Five Years 11 Five Years 12	Hunky Dory	Hunky Dory	MMRX		1	Changes
Hunky Dory Hunky Dory MMRX Mick Ronson 3 Eight Line Poem Devid Bowle & 1 Life on Mars? Hunky Dory Hunky Dory MMRX Mick Ronson 5 Kooks MARX Mick Ronson 6 Quicksand Marx Marx Marx Marx Marx Marx Marx Marx				David Bowle &		
Hunky Dory Hunky Bory		Thunky Doly	MMRX		2	Oh! You Pretty Things
Hunky Dory Hunky Bory Hunky Dory Hunky Bory	Hunky Dory	Hunky Dory	MMRX		3	Eight Line Poem
Hunky Dory Hunky Marx Hork Ronson 10 Queen Bitch Ronson 11 The Beawley Brothers MMRX Mick Ronson 11 The Beawley Brothers Munky Mick Ronson 12 Soul Bowle & Mick Ronson 13 The Rise and Fall of Ziggy Stardust and the Spiders from Mars Hunky Dory Hunky Dory Hunky Dory Hunky Dory	Hunky Dory	Hunky Dory	MMRX	Mick Ronson	4	Life on Mars?
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Bowie at the Beeb	Bowie at the Beeb	MMRX	David Bowie & Mick Ronson	1	tn the Heat of the Morning
Bowie at the Beeb	Bowie at the Beeb	MMRX	David Bowle & Mick Ronson	2	London Bye Ta Ta
Bowie at the Beeb	Bowle at the Beeb	MMRX	David Bowie & Mick Ronson	3	Karma Man
Bowle at the Beeb	Bowle at the Beeb	MMRX	David Bowie & Mick Ronson	4	Silly Boy Blue
Bowle at the Beeb	Bowle at the Beeb	MMRX	David Bowie & Mick Ronson	5	Let Me Sleep Beside You
Bowle at the Beeb	Bowie at the Beeb	MMRX	David Bowle & Mick Ronson	6	Janine
Bowle at the Beeb	Bowie at the Beeb	MMRX	David Bowie & Mick Ronson	7	Amsterdam
			David Bowie &		
Bowle at the Beeb	Bowie at the Beeb	MMRX_	Mick Ronson David Bowle &	8	God Knows I'm Good
Bowie at the Beeb	Bowie at the Beeb	MMRX	Mick Ronson David Bowle &	9	The Width of a Circle
Bowie at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowie &	10	Unwashed and Somewhat Slightly Dazed
Bowie at the Beeb	Bowle at the Beeb	MMRX_	Mick Ronson David Bowie &	11	Cygnet Committee
Bowle at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowle &	12	Memory of a Free Festival
Bowie at the Beeb	Bowie at the Beeb	MMRX	Mick Ronson David Bowle &	13	Wild Eyed Boy from Freecloud
Bowie at the Beeb	Bowie at the Beeb	MMRX_	Mick Ronson David Bowle &	14	Bombers
Bowie at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowie &	15	Looking for a Friend
Bowle at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson	16	Almost Grown
Bowie at the Beeb	Bowie at the Beeb	MMRX	David Bowie & Mick Ronson	17	Kooks
Bowle at the Beeb	Bowie at the Beeb	MMRX	David Bowle & Mick Ronson	18	it Ain't Easy
Bowle at the Beeb	Bowie at the Beeb	MMRX	David Bowie & Mick Ronson	19	The Supermen
Bowle at the Beeb	Bowie at the Beeb	MMRX	David Bowle & Mick Ronson	20	Eight Line Poem
Bowie at the Beeb	Bowle at the Beeb	MMRX	David Bowle & Mick Ronson	21	Hang On to Yourself
Bowie at the Beeb	Bowie at the Beeb	MMRX	David Bowle & Mick Ronson	22	Ziggy Stardust
Bowle at the Beeb	Bowle at the Beeb	MMRX	David Bowle & Mick Ronson	23	Queen Bitch
			David Bowie &	24	I'm Waiting for the Man
Bowie at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowie &		
Bowie at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowie &	25	Five Years
Bowle at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowle &	26 ·	White Light / White Heat
Bowle at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowle &	27	Moonage Daydream
Bowie at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowle &	28	Hang On to Yourself (Reprise)
Bowie at the Beeb	Bowie at the Beeb	MMRX	Mick Ronson David Bowle &	29	Suffragette City
Bowie at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowie &	30	Ziggy Stardust (Reprise)
Bowie at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowie &	31	Starman
Bowie at the Beeb	Bowle at the Beeb	MMRX	Mick Ronson David Bowie &	32	Space Oddity
Bowie at the Beeb	Bowie at the Beeb	MMRX	Mick Ronson	33	Oh! You Pretty Things
· Bowle at the Beeb	Bowle at the Beeb	MMRX	David Bowle & Mick Ronson	34	Andy Warhol
Bowle at the Beeb	Bowie at the Beeb	MMRX	David Bowie & Mick Ronson	35	Lady Stardust
Bowie at the Beeb	Bowie at the Beeb	MMRX	Devid Bowle & Mick Ronson	36	Rock 'N' Roll Suicide
The Man Who Sold the World	The Man Who Sold the World	MMRX	David Bowie & Mick Ronson	1	The Width of a Circle
The Man Who Sold the World	The Man Who Sold the World	MMRX	David Bowle & Mick Ronson	2	All the Madmen
The Man Who Sold the World	The Man Who Sold the World	MMRX	David Bowle & Mick Ronson	3	Black Country Rock
The Man Who Sold the World	The Man Who Sold the World	MMRX	David Bowle & Mick Ronson		After Ali
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The Man Who Sold the	The Man Who Sold the		David Bowie &		
World	World	MMRX	Mick Ronson	5	Running Gun Blues
The Man Who Sold the	The Man Who Sold the		David Bowie &		•
World	World	MMRX	Mick Ronson	6_	Saviour Machine
The Man Who Sold the	The Man Who Sold the		David Bowie &		
World	World	MMRX	Mick Ronson	7	She Shook Me Cold
The Man Who Sold the	The Man Who Sold the		David Bowie &		•
World	World	MMRX	Mick Ronson	8	The Man Who Sold the World
The Man Who Sold the	The Man Who Sold the		David Bowle &		
World	World	MMRX	Mick Ronson	9	The Supermen